



SECURITIES AND EXCHANGE COMMISSION

Submission for OMB Review; Comment Request

Upon Written Request, Copies Available From:
Securities and Exchange Commission
Office of Investor Education and Advocacy
Washington, DC 20549-0213

Extension: Rule 206(3)-3T

OMB Control No. 3235-0630, SEC File No. 270-571

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (the “Commission”) has submitted to the Office of Management and Budget (“OMB”) a request for extension and approval of the collections of information discussed below.

Temporary rule 206(3)-3T (17 CFR 275.206(3)-3T) under the Investment Advisers Act of 1940 (15 U.S.C. 80b-1 *et seq.*) is entitled: “Temporary rule for principal trades with certain advisory clients.” The temporary rule provides investment advisers who are registered with the Commission as broker-dealers an alternative means to meet the requirements of section 206(3) of the Advisers Act (15 U.S.C. 80b-6(3)) when they act in a principal capacity in transactions with certain of their advisory clients.

Temporary rule 206(3)-3T permits investment advisers also registered as broker-dealers to satisfy the Advisers Act’s principal trading restrictions by: (i) Providing written, prospective disclosure regarding the conflicts arising from principal trades; (ii) obtaining written, revocable consent from the client prospectively authorizing the adviser to enter into principal transactions; (iii) making oral or written disclosure and obtaining the client’s consent before each principal transaction; (iv) sending to the client confirmation statements disclosing the capacity in which the adviser has acted; and (v) delivering to the client an annual report itemizing the principal transactions.

The Commission staff estimates that approximately 278 investment advisers make use of rule 206(3)-3T, including an estimated 11 advisers (on an annual basis) also registered as broker-dealers who do not offer non-discretionary services, but whom the Commission staff estimates will choose to do so

and rely on rule 206(3)-3T. The Commission staff estimates that these advisers spend, in the aggregate, approximately 139,358 hours annually in complying with the requirements of the rule, including both initial and annual burdens. The aggregate hour burden, expressed on a per-eligible-adviser basis, is therefore approximately 501 hours per eligible adviser (139,358 hours divided by the estimated 278 advisers that will rely on rule 206(3)-3T).

Rule 206(3)-3T does not require recordkeeping or record retention. The collection of information requirements under the rule are required to obtain a benefit. The information collected pursuant to the rule is not required to be filed with the Commission, but rather takes the form of disclosures to, and responses from, clients. The collection of information delivered by clients to advisers would be subject to the confidentiality strictures that govern those relationships, and we would expect them to be confidential communications. To the extent advisers include any of the information required by the rule in a filing, such as Form ADV, the information will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

The public may view the background documentation for this information collection at the following website, www.reginfo.gov. Comments should be directed to: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503, or by sending an e-mail to: Shagufta_Ahmed@omb.eop.gov; and (ii) Thomas Bayer, Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street, NE, Washington, DC 20549 or send an email to: PRA_Mailbox@sec.gov. Comments must be submitted to OMB within 30 days of this notice.

Dated: February 3, 2014.

Kevin M. O'Neill,
Deputy Secretary.

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